

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

)
)
) **Chapter 11**
)
)
) **Case No. 01-01139-JJF**
) **(Jointly Administered)**
)
)
)
)
)
)

CERTIFICATION OF COUNSEL RE: DOCKET NO. 523

1. The undersigned hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the *Request* (the "Request") *for Direction from Bankruptcy Court By Interested Parties Hartford Accident and Indemnity Company, First State Insurance Company and Twin City Fire Insurance Company* (collectively, the "Hartford Defendants") (Docket No. 523). The undersigned further certifies that he has reviewed the Court's docket in these cases, and no answer, objection or other responsive pleading to the Request appears thereon. Pursuant to the Notice, objections and responses to the Request were to be filed with the Court and served on counsel for the Hartford Defendants on or before August 1, 2001.

2. The Hartford Defendants and Debtors did, however, negotiate the terms of an agreed order resolving the Request. The terms of the Agreed Order

Resolving the Request (the "Agreed Order") clarifies the following: (i) the Settlement Agreement (as defined in the Request) is an enforceable contract that is binding on the Hartford Defendants and the Debtors, provided however, that the terms of the Agreed Order shall not be construed as either an assumption or rejection of the Settlement Agreement, or that the Settlement Agreement is executory in nature; (ii) the Hartford Defendants and the Debtors agree to honor the Settlement Agreement; (iii) the Hartford Defendants will make all settlement payments owed to the Debtors under the Settlement Agreement in the amounts and at the times set forth therein; (iv) all settlement payments shall be made to an account or accounts designated by the Debtors; and (v) the Hartford Defendants and the Debtors accept the terms of the Agreed Order without prejudice to and with full reservation of their respective rights and interests. The Agreed Order is attached hereto as Exhibit A.

3. Accordingly, the Hartford Defendants and the Debtors respectfully request that the Court enter the Agreed Order attached hereto at the Court's earliest convenience.

Respectfully submitted,

By: _____

Scott A. Shail
James P. Ruggeri
HOGAN & HARTSON, L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
Telephone: (202) 637-5600
Facsimile: (202) 637-5910

Barbara A. Fruehauf
Cattie and Fruehauf
1201 Orange Street, Suite 502
P.O. Box 588
Wilmington, DE 19899-0588

Counsel for Hartford Accident and
Indemnity Company, First State Insurance
Company and Twin City Fire Insurance
Company

Dated: October 18, 2001